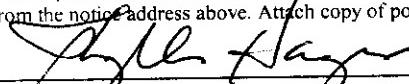


B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT Southern District of Mississippi (Jackson)		PROOF OF CLAIM	
Name of Debtor: Warehouse 86, LLC (BargainLand)	Case Number: 08-03423		
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of a administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (the person or other entity to whom the debtor owes money or property): United Parcel Service	<input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: <u>7</u> <i>(If known)</i> Filed on: <u>11/26/08</u>		
Name and address where notices should be sent: United Parcel Service c/o Receivable Management Services ("RMS") P.O. Box 4396 Timonium, MD 21094 Telephone number: (410) 773-4089			
Name and address where payment should be sent (if different from above): Telephone number:	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.		
1. Amount of Claim: <u>\$115,057.13</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). Other: Specify applicable paragraph of 11 U.S.C. §507 (a)(__). Amount entitled to priority: <i>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>		
2. Basis for Claim: GOODS SOLD SERVICES RENDERED (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor:			
3a. Debtor may have scheduled account as: <u>87181, 2R899R, 31Ey25</u> (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____			
Amount of Secured Claim: \$ _____	Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)			
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.			
Date: Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.	FOR COURT USE ONLY		
June 9, 2009	 Phyllis A. Hayes, RMS, Agent for Creditor		
<i>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</i>			

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SHIPPER	SHIP NAME	GPS KEY NO	SHI. DT/RS	DISC
871781	BARGAINLAND LIQUIDATION	871781458	11/8/2008	22.45
871781	BARGAINLAND LIQUIDATION	871781398	9/27/2008	72.20
871781	BARGAINLAND LIQUIDATION	871781388	9/20/2008	51.91
871781	BARGAINLAND LIQUIDATION	871781378	9/13/2008	10,107.52
871781	BARGAINLAND LIQUIDATION	871781368	9/6/2008	14,704.79
871781	BARGAINLAND LIQUIDATION	871781358	8/30/2008	19,368.69
871781	BARGAINLAND LIQUIDATION	871781348	8/23/2008	14,247.00
				58,874.56

CPP 0605BR
 00002R899R BARGAINLAND
 bargainland
 000031EY25 BARGAINLAND LIQUIDATION
 bargainland
 00002R899R BARGAINLAND LIQUIDATION
 bargainland
 000031EY25 BARGAINLAND LIQUIDATION
 bargainland
 00002R899R BARGAINLAND LIQUIDATION
 bargainland
 000031EY25 BARGAINLAND LIQUIDATION
 bargainland
 00002R899R BARGAINLAND LIQUIDATION

SHIPPER	SHIP NAME	GPS KEY NO	SHI. DT/RS	DISC
bargainland	00002R899R BARGAINLAND	00002R899R388	9/20/2008	15,901.76
bargainland	000031EY25 BARGAINLAND	000031EY253378	9/13/2008	167.84
bargainland	00002R899R BARGAINLAND	00002R899R378	9/13/2008	4,602.89
bargainland	000031EY25 BARGAINLAND	000031EY25408	10/4/2008	241.63
bargainland	00002R899R BARGAINLAND	00002R899R398	9/27/2008	14,974.36
bargainland	000031EY25 BARGAINLAND	000031EY253386	9/20/2008	71.57
bargainland	00002R899R BARGAINLAND	00002R899R408	10/4/2008	10,923.51
				46,853.66

105,728.12

SHIPPER #	ADD NAME	W/E DATE	AMT
2R899R	BARGINLAND	10/11/08	\$ 8,933.89
2R899R	BARGINLAND	10/18/08	\$ 96.13
2R899R	BARGINLAND	11/01/08	\$ 170.84
31EY25	BARGINLAND LIQUIDATION	10/18/08	\$ 128.15
			\$ 9,329.01